



MARVEL
COMICS
GROUP 12¢

the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

2
MAY



2 GREAT NEW
SPIDER-MAN
THRILLERS!

2 GREAT NEW
SUPER-VILLAINS!

featuring "The VULTURE!"
and...

...SPIDER-MAN
IS TRAPPED BY
"the
TERRIBLE
TINKERER!"



THE WORLD'S GREATEST MOLDER OF HANDSOME HE-MEN and CHAMPS out of WEAKLINGS says



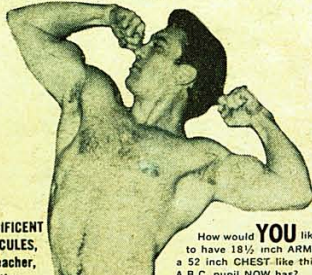
can now get
YOU FREE!

ALL these 5 famous
PICTURE-PACKED
STRENGTH-TEST COURSES
to Make YOU a SUPER-MAN.
(formerly \$5.00 each)
Now FREE to you if you mail
coupon AT ONCE! LAST CHANCE!



BEN REBHUN
20 years Directing Head of the
most famous and largest home-
training body building institute
in the world, through which mil-
lions of youths and men applied
for training, of which countless
were changed from skinny and
fat weaklings into streamlined
heroic he-men.

**SKINNY OR FAT, 15, 20, 30 OR 40 YEARS
OF AGE
I'LL BUILD YOU INTO A NEW
ATHLETIC MIGHTY-MUSCLED
ALL-MALE HE-MAN**
In THRILLING MINUTES a day, as I have done to THOUSANDS in 20 YEARS.



This now **MAGNIFICENT
MODERN HERCULES,**
26 year old teacher,
William Butler,

says to YOU, "No matter WHAT your age, I advise you, SEND for the
A.B.C. WONDER PICTURE COURSES at once.

Under the World's GREATEST BODY-BUILDER, I now have 18½"
ARMS, a 52" CHEST; my STRENGTH has greatly improved. So have my
sports. I have won titles like "Mr. Virginia", "Mr. State Y.M.C.", etc.

**YOU can soon be a HERO of MEN like Butler is
and an IDOL of WOMEN in a few weeks!**

Yes! In just 10 THRILLING MINUTES a day, in the
SECRECY of YOUR OWN ROOM at home, MY RAPID-
FIRE, EASY as ABC FAMOUS PICTURE METHODS
will start building you THE VERY FIRST NIGHT, I'll
show you How to Mold 18 INCH ARMS of MIGHT,
a big, deep 45 INCH CHEST housing TIMELESS
LUNGS, WIDE MANLY SHOULDERS - a BROAD
BRAWNY BACK, tapering to a SLENDER WAIST with
bunch-proof STOMACH MUSCLES, LEGS of RUN-
NING POWER.

**WOMEN always say, "I just adore
A.B.C. ALL-MALE HE-MEN!"**

Well I don't care how skinny or fat you are
now, if you're in your teens, twenties, thirties or
forties, I'll show you in just 10 thrilling minutes
in your home, how you can make yourself over by
the easy, quick method I turned myself from
weak to a tower of strength and endurance.
or others into all-male he-men!

YES! You'll add INCHES of MIGHTY MUSCLES to
your ARMS, broaden your CHEST, broaden your
BACK and SHOULDERS from HEAD to HEELS
and gain SIZE, POWER, LIGHTNING SPEED,
ENDURANCE. You'll become a SUCCESSFUL HE-
MAN in LOOK and ACT - a WINNER! EVER
THING - athletics, business, studies.



BEFORE
mailing
coupon
this
A.B.C.
pupil was
this
90 lb.
skeleton.
Gained
70 lbs.
Made
football
team

You wouldn't
give me
a tumble
before
gained
A.B.C.
28
lbs.

"NO MATTER WHAT YOUR AGE
I'll show you, by my quick, easy SECRETS

How to GAIN OR LOSE UP TO 50 LBS. FAST

like my pupils here did and THOUSANDS do now."

17
YEAR
OLD
SILLS



says JOHN SILL

"I GAINED
60 LBS.
OF SHAPELY
MIGHTY
MUSCLES.



says JOHN SILL

"I LOST
30 LBS.
OF
DANGEROUS
UGLY
FAT
4 INCHES
OFF MY
WAIST!"



says JOHN SILL

28 year old
Felipe
Mendoza



says JOHN SILL

YOU can add
7 inches to your CHEST
3½ inches to each ARM
and the rest in proportion
just as I did.

YOU can WIN the 18" tall
SILVER TROPHY with name on it,
A GOLD MEDAL, \$100, as I did."

45 year old FATHER and 18 year
old SON - now Pals - train
A.B.C. way together!



"Both gained pounds of powerful
muscles. Advise all you fathers and
sons to send for the A.B.C. courses
without foolish delay."

LARRY CAMPBELL

A.B.C. streamlined my
body, made me a new man
my 47" chest
my 32" waist
15" difference
attracts admiration at the beach.

YOU become A WINNER in ALL you do
like these and MILLIONS of your pupil!



YOU become A STAR in ANY SPORT!
YOU fear NO MAN or BULLY!

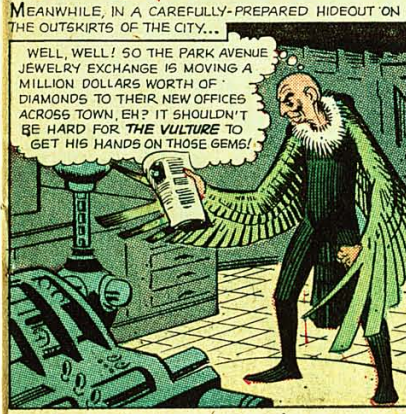
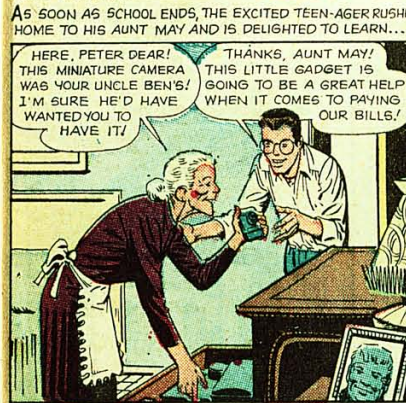
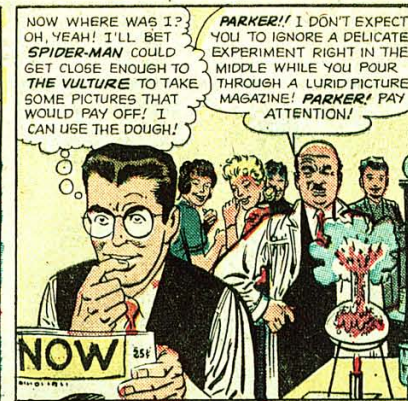
SPIDER-MAN

"DUEL TO THE DEATH WITH
The **VULTURE!**"

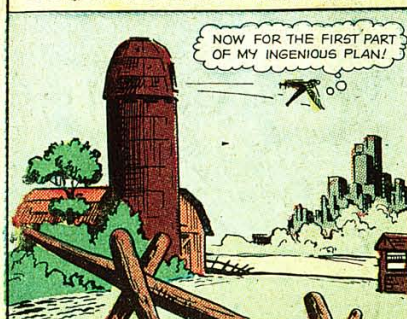


THE MOST COLORFUL SUPER-
HERO OF ALL... **SPIDER-MAN!**
HIS NAME MAKES THE UNDER-
WORLD TREMBLE! BUT THERE
IS ONE WHO DOES NOT
TREMBLE! WHAT FANTASTIC
POWER CAN THE **VULTURE**
HAVE WHICH MAKES HIM SO
SURE HE CAN DEFEAT...
SPIDER-MAN?

SCRIPT:
STAN LEE
ART:
STEVE DITKO
LETTERING:
JOHN DUFFY



AFTER MAKING CERTAIN HE IS NOT OBSERVED, **THE VULTURE** DARTS FROM HIS HIDING PLACE ATOP AN ABANDONED GILO IN STATEN ISLAND, JUST A FEW SECONDS FROM THE HEART OF MANHATTEN...



NOW FOR THE FIRST PART OF MY INGENIOUS PLAN!

SECONDS LATER, ATOP AN APARTMENT HOUSE WHERE HE HAD BEEN CHECKING HIS CAMERA, **SPIDER-MAN'S** AMAZING SPIDER SENSES PICK UP A STRANGE SENSATION...



SOMETHING COMING THROUGH THE AIR--BUT MAKING NO SOUND?... CAN'T BE A PLANE...

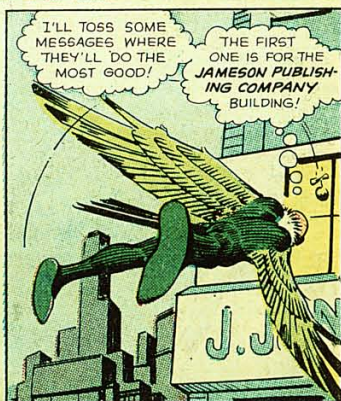
NOT NOTICING THE POWERFUL FIGURE ON THE ROOF TOP, **THE VULTURE** SWEEPS PAST...



THEY'LL NEVER FIGURE OUT HOW I'M GOING TO STEAL THOSE DIAMONDS!

I'VE GOT EVERYONE COMPLETELY BAFFLED! NO ONE HAS YET DISCOVERED HOW I MANAGE TO FLY WITH THESE ARTIFICIAL WINGS!

WHAT LUCK! IT'S **THE VULTURE**!



I'LL TOSS SOME MESSAGES WHERE THEY'LL DO THE MOST GOOD!

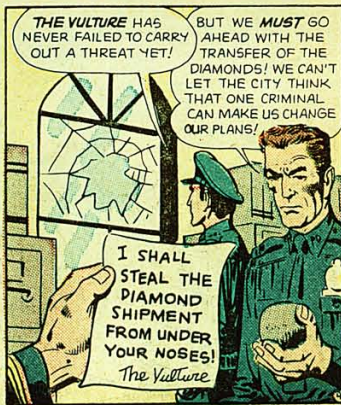
THE FIRST ONE IS FOR THE **JAMESON PUBLISHING COMPANY** BUILDING!



MY NEXT MESSAGE IS FOR THE RADIO NETWORK! NOTHING I LIKE BETTER THAN TAUNTING MY ENEMIES!



AND, FINALLY, ONE FOR THE POLICE CHIEF HIMSELF! I'LL BE GONE BEFORE THEY HAVE A CHANCE TO READ THEM!



THE VULTURE HAS NEVER FAILED TO CARRY OUT A THREAT YET!

BUT WE MUST GO AHEAD WITH THE TRANSFER OF THE DIAMONDS! WE CAN'T LET THE CITY THINK THAT ONE CRIMINAL CAN MAKE US CHANGE OUR PLANS!

I SHALL STEAL THE DIAMOND SHIPMENT FROM UNDER YOUR NOSES!
The Vulture



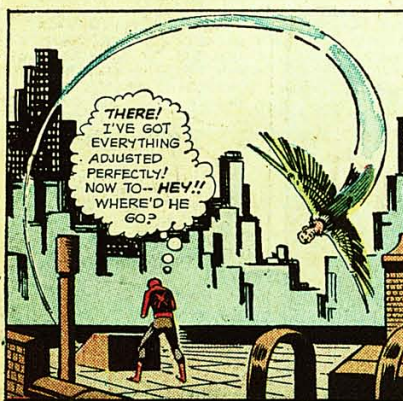
I DID IT! NOW THAT I'VE WARNED THEM, MY TRIUMPH SHALL BE EVEN GREATER AFTER I'VE SEIZED THE GEM!

IF THESE PHOTOS OF **THE VULTURE** COME OUT ALL RIGHT, THEY SHOULD BE WORTH A SMALL FORTUNE!

BUT IN HIS EAGERNESS TO GET A CLOSE-UP PICTURE OF **THE VULTURE**, **SPIDER-MAN** CARELESSLY KICKS A LOOSE BRICK...



THAT SOUND! THERE'S SOMEONE ON THE ROOF BEHIND ME! I'VE GOT TO MOVE--FAST! AS ONLY A **VULTURE** CAN!

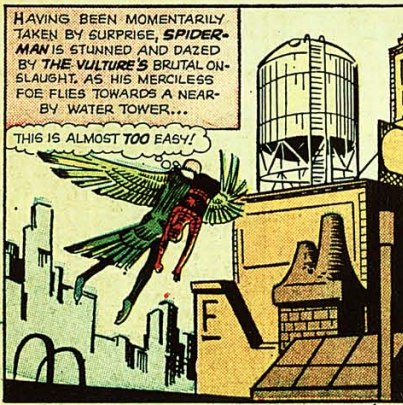


THERE! I'VE GOT EVERYTHING ADJUSTED PERFECTLY! NOW TO--HEY!! WHERE'D HE GO?



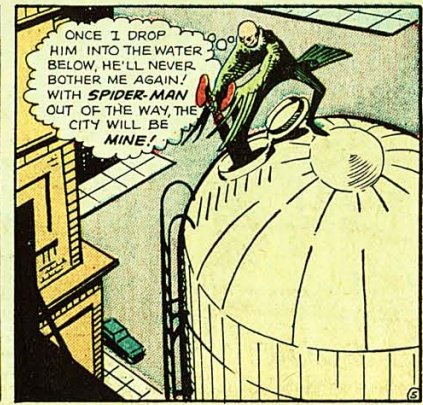
WELL, WELL! SO **SPIDER-MAN** HIMSELF IS ON MY TRAIL! GOOD!! IT WILL BE AMUSING TO FINALLY FACE A FOE WORTHY OF MY METTLE!

UGH!



HAVING BEEN MOMENTARILY TAKEN BY SURPRISE, **SPIDER-MAN** IS STUNNED AND DAZED BY **THE VULTURE'S** BRUTAL ONSLAUGHT, AS HIS MERCILESS FOE FLIES TOWARDS A NEAR-BY WATER TOWER...

THIS IS ALMOST TOO EASY!



ONCE I DROP HIM INTO THE WATER BELOW, HE'LL NEVER BOTHER ME AGAIN! WITH **SPIDER-MAN** OUT OF THE WAY, THE CITY WILL BE MINE!



NOW THAT I HAVE DISPOSED OF THAT TEMPORARY INTERRUPTION, I'LL CARRY OUT STEP TWO OF MY MASTER PLAN!

MEANWHILE, INSIDE THE TANK, THE SHOCK OF HITTING THE COLD WATER INSTANTLY REVIVES THE POWERFUL SPIDER-MAN...



THE VULTURE SOMEHOW TRAPPED ME INSIDE THIS WATER TANK!

WELL, I'VE ONLY MYSELF TO BLAME FOR BEING SO CARELESS!



I'LL JUST SHOOT MY WEB TOWARDS THE TOP AND... OH, NO! THE EJECTOR IS EMPTY!

I FORGOT TO REFILL IT SINCE I USED IT LAST! I'VE BEEN SO BUSY WITH THAT CAMERA-- I'VE GOT TO TRY SOMETHING ELSE!



CAN'T CLIMB TO THE TOP-- IT'S TOO WET AND SLIMY EVEN FOR ME TO GET A TOE HOLD ON!

BUT I SURE AS SHOOTING CAN'T STAY AFLOAT HERE MUCH LONGER!



NOT A PLEASANT CHOICE-- I'LL EITHER DROWN OR SUFFOCATE IN HERE!

WAIT A MINUTE! WHAT'S WRONG WITH ME? WHY DON'T I USE MY HEAD? I CAN GET OUT OF HERE!



MY MUSCLES ARE FAR STRONGER THAN AN ORDINARY HUMAN'S! THERE'S ONE LITTLE TRICK THAT ONLY THE SPIDER-MAN CAN PERFORM!



ALL I'VE GOT TO DO IS REACH THE BOTTOM, SQUAT DOWN, AND PREPARE TO HURL MYSELF UPWARD...



...LIKE THIS!!

CONTINUED AFTER NEXT PAGE...

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NOW YOU'LL BE ABLE TO OVERCOME ANY ATTACK WIN ANY FIGHT!!

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No need to fear any attacker! Now through the use of simple "A-B-C" instructions, you will be able to protect yourself under any circumstances. Lick your weight in with the easy-to-learn secrets and destructive power of lightning Ju-Jitsu! You will master the simple grip, pressure, blows, jab, edge of hand blow, thumb-screw, teeth rattler, shoulder pinch, hip and knee throw and scores of other holds.

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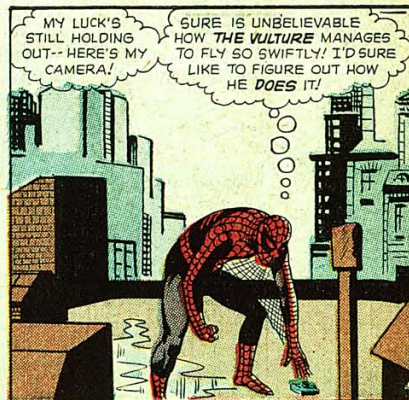
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I MAY NOT BE ABLE TO FLY LIKE THE VULTURE-- BUT MY SPIDER STRENGTH HASN'T LET ME DOWN YET!



MY LUCK'S STILL HOLDING OUT-- HERE'S MY CAMERA!

SURE IS UNBELIEVABLE HOW THE VULTURE MANAGES TO FLY SO SWIFTLY! I'D SURE LIKE TO FIGURE OUT HOW HE DOES IT!

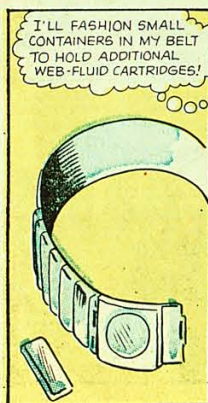


LATER, IN HIS ROOM AGAIN... THE PICTURES CAME OUT FINE! NOW, WHOM DO I SELL THEM TO? JONAH JAMESON, THE PUBLISHER OF NOW MAGAZINE HATES SPIDER-MAN! I'D GET A KICK OUT OF MAKING HIM PAY GOOD DOUGH FOR MY PICTURES WITHOUT KNOWING I'M THE PHOTOGRAPHER!



ORIGINALLY, I DESIGNED MY SPIDER-MAN COSTUME JUST TO GIVE ME SOME COLOR, SO THAT I COULD MAKE MONEY AS AN ENTERTAINER! BUT, IF...

... I'M REALLY GOING TO BE A SECRET ADVENTURER, I'VE GOT TO MAKE SOME CHANGES! FIRST, I'LL ADD AN EXTRA WEB-FLUID CAPSULE, SO I ALWAYS HAVE ENOUGH SPIDER-WEBBING ON HAND!



I'LL FASHION SMALL CONTAINERS IN MY BELT TO HOLD ADDITIONAL WEB-FLUID CARTRIDGES!



THEN, WHEN I GET PAID FOR MY PICTURES, I'LL BUY A SPECIAL MINIATURE CAMERA TO SECRETLY ATTACH TO THE BELT BUCKLE!



THERE! THE WHOLE CONTRAPTION FITS UNDER MY SHIRT, WHERE IT'S OUT OF SIGHT, AND DOESN'T INTERFERE WITH MY MOVEMENTS!



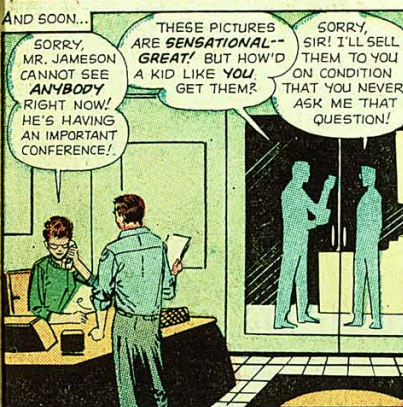
AND NOW, I'VE GOT A HUNCH I KNOW THE SECRET OF THE VULTURE'S POWER OF FLIGHT! I'LL JUST WORK ON A LITTLE DEVICE WHICH MAY COME IN HANDY NEXT TIME WE MEET!



LONG HOURS LATER...

I WON'T KNOW IF IT'LL WORK TILL I TRY IT-- BUT RIGHT NOW, I'M GONNA GET SOME SHUT-EYE!

WHEN THAT WAS TOUGHER THAN I EXPECTED, BUT IT'S FINISHED NOW!



AND SOON... SORRY, MR. JAMESON CANNOT SEE ANYBODY RIGHT NOW! HE'S HAVING AN IMPORTANT CONFERENCE!

THESE PICTURES ARE SENSATIONAL-- GREAT! BUT HOW'D A KID LIKE YOU GET THEM?

SORRY, SIR! I'LL SELL THEM TO YOU ON CONDITION THAT YOU NEVER ASK ME THAT QUESTION!



THE NEXT DAY, J. JONAH JAMESON RECEIVES AN EXCITING PHONE CALL...

WHAT'S THAT?? YOU'VE GOT SOME EXCLUSIVE PHOTOS OF THE VULTURE THAT YOU WANT TO SELL?? WELL, DON'T WASTE TIME TALKING! GET OVER HERE RIGHT AWAY!

JOE, HAVE THEM STOP THE PASSES!



OKAY, OKAY! YOU CAN HAVE YOUR LITTLE SECRET! IT DOESN'T MATTER HOW YOU GOT THEM! THE POINT IS, THESE PICTURES WILL MAKE THE NEXT ISSUE OF NOW A SELL-OUT! I'LL ISSUE A CHECK TO YOU IMMEDIATELY!

AND REMEMBER, MR. JAMESON, I DON'T WANT MY NAME USED! YOU CAN MERELY GIVE CREDIT TO A NOW MAGAZINE STAFF PHOTOGRAPHER!



SURE, MY BOY, SURE! AND IF YOU GET ANY MORE GREAT PICTURES, REMEMBER TO GIVE ME FIRST CRACK AT THEM! WE'RE ALWAYS IN THE MARKET FOR SENSATIONAL PHOTOS! IN FACT...

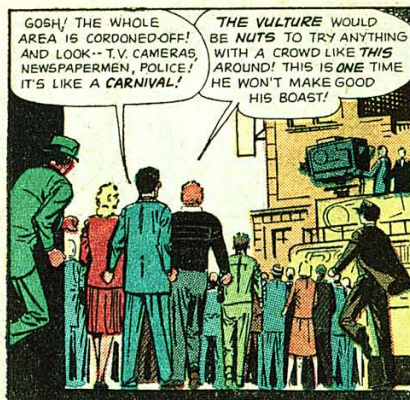
... IF YOU CAN EVER GET A PICTURE OF THAT PUBLIC MENACE, SPIDER-MAN-- BROTHER, WOULDN'T YOU BE SURPRISED IF YOU KNEW?



THE NEXT DAY, AS SCHOOL LETS OUT...

C'MON, PETER! WE'RE ALL GOING TO WATCH THEM MOVE THE DIAMONDS FROM THE PARK AVENUE JEWELRY EXCHANGE! WE'RE HOPING TO GET A GLIMPSE OF THE VULTURE!

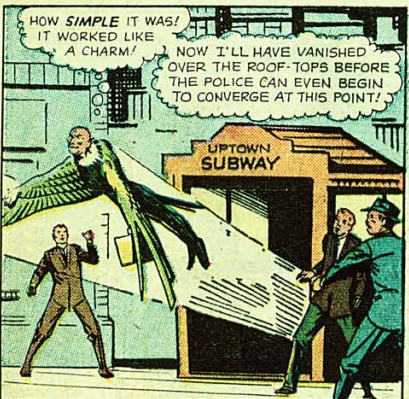
YOU DON'T REALLY THINK THE VULTURE WOULD DARE TRY ANYTHING WITH ALL THE POLICE THERE, DO YOU?



BEFORE THE STARTLED OFFICERS CAN FIRE, THE WILY VULTURE PLUMMETS BACK UNDERGROUND, DROPPING THE MANHOLE COVER INTO PLACE ABOVE HIM! THEN...

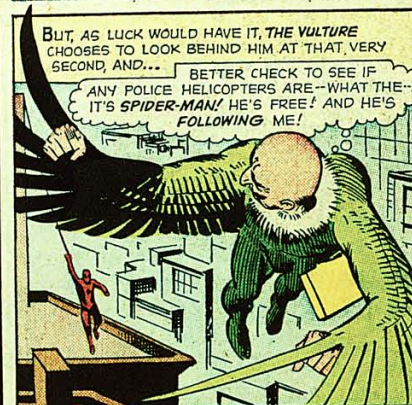


A SHORT TIME LATER, AT THE OTHER END OF TOWN, A TRIUMPHANT VULTURE DECIDES TO LEAVE HIS UNDERGROUND LAIR AS DRAMATICALLY AS POSSIBLE...



MEANWHILE, LEARNING WHAT HAS OCCURRED, PETER PARKER MANAGES TO FIND A DESERTED ALLEY, AND THEN, MOVING WITH BLINDING SPEED...





CONTINUED AFTER NEXT PAGE...

Great NEW Idea from CTI

...to help you get and hold a fine job
(or start a business of your own) in
Air Conditioning and Refrigeration!

"Practice" Your Way
to Bigger Pay!



Here Is Your
"Training Shop"



EXCLUSIVE
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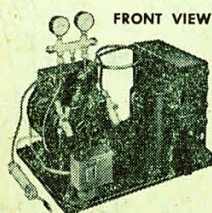
25 KITS—20 SHOP PROJECTS

Illustrated above is a view of the new CTI condensing unit, fully assembled. This is a commercial-type, heavy-duty, 1/4 h.p. unit. You build it from 25 kits of parts (and with tools) that CTI sends without extra cost. In addition, CTI includes 20 Shop Projects, which simulate the kind of problems you are likely to encounter in the field. After assembling your condenser, you may then build an air conditioner, freezer, refrigerator or milk cooler.

Tools Are Included



You receive wrenches, tube flaring tools, hammer, tubing, fittings, gauges and many other items used by the experienced mechanic. Everything is of professional quality. Best of all, CTI trains you to use tools with speed and skill.



You learn by practicing with operating equipment

Thousands once learned this rewarding craft just by completing home study lessons. But CTI goes a step farther—and an important step it is! CTI also sends you 25 kits of tools and parts. You build these parts into an operating unit. It's a practical method because you get experience as you train.

Go in Business

Because air conditioning and refrigeration is expanding so rapidly all over the nation, opportunities to go in business are plentiful. Many CTI graduates have accomplished this high aim. Start in a small way, from your own home, and gradually expand. In time you may wish to add a sales division. Manufacturers offer attractive franchises, including merchandising aids, to ambitious, qualified men.

Earn Cash in Spare Time

Soon after enrolling, many CTI students earn money in spare time. Some handle servicing on a monthly fee basis for food stores, restaurants, taverns and office buildings. Many work part time at local dealers. Quite a number of CTI students have a full-time business going by the time they graduate. CTI kit training gives you the practice and experience you need to step from lesson study to actual field work.

3 FREE BOOKLETS

Get complete information—read it—and then decide. The facts are free. Mail coupon for 3 opportunity booklets. Act today.



PROOF FROM GRADUATES

CTI has prepared a fascinating, new booklet called "Proof from Graduates." In their own words, CTI graduates tell you how training has helped them to better jobs, higher pay, or a business of their own. Send coupon for your copy.

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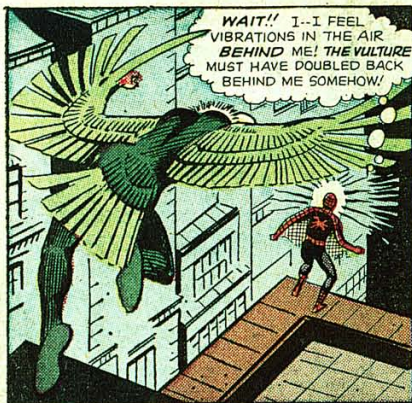
Send me your 3 free booklets: Success in Air Conditioning & Refrigeration; Proof from Graduates; and Lesson Sampler.

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WAIT!! I--I FEEL VIBRATIONS IN THE AIR BEHIND ME! THE VULTURE MUST HAVE DOUBLED BACK BEHIND ME SOMEHOW!



FOREWARNED BY HIS FABULOUS SPIDER'S SENSE, SPIDER-MAN WHEELS ABOUT IN TIME TO AVOID THE FULL IMPACT OF THE VULTURE'S SWOOPING DIVE, BUT ONE POWERFUL WING SENDS THE COLORFULLY CLAD FIGURE TOPPLING FROM THE EDGE OF THE ROOF!



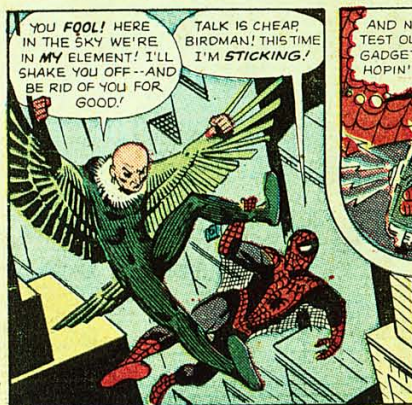
NO, YOU DON'T! THIS TIME I'M READY FOR YOU!

WHA--?? HE HIT MY FOOT WITH THAT ACCURSED WEB OF HIS!



GOT YOU!

PULLING HIMSELF UP HAND OVER HAND, THE MIGHTY SPIDER-MAN MANAGES TO GET WITHIN GRABBING DISTANCE OF THE VULTURE'S ANKLE, AND THEN...



YOU FOOL! HERE IN MY ELEMENT WE'RE IN MY ELEMENT! I'LL SHAKE YOU OFF--AND BE RID OF YOU FOR GOOD!

TALK IS CHEAP, BIRDMAN! THIS TIME I'M STICKING!

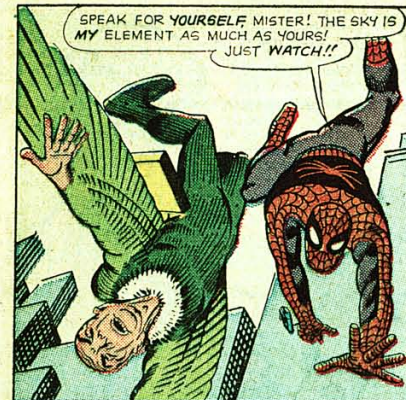


AND NOW TO TEST OUT MY LITTLE GADGET! HERE'S HOPIN' IT WORKS!



THAT DID IT! YOU'RE OUT OF CONTROL! I'VE BEATEN YOU!

WHAT DID YOU DO? I CAN'T STAY ALOFT! YOU-- YOU'LL KILL US BOTH!



SPEAK FOR YOURSELF, MISTER! THE SKY IS MY ELEMENT AS MUCH AS YOURS! JUST WATCH!!



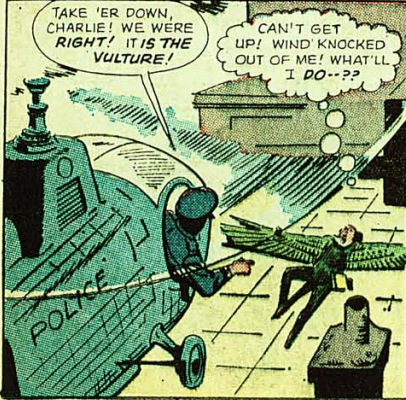
I CAN ALWAYS SAVE MYSELF BY SHOOTING MY WEB AT A NEARBY BUILDING--LIKE THIS!



AS FOR THE VULTURE, HE'LL MANAGE TO BREAK HIS FALL BY SPIRALING DOWN, BUT HE'S GONNA HAVE A TOUGH TIME EVER USING THOSE WINGS AGAIN!



HERE COMES THE POLICE HELICOPTER! THEY MUST HAVE SIGHTED US WHEN WE WERE BATTLING! THIS IS MY CHANCE TO GET SOME EXCLUSIVE PIX OF THE CAPTURE OF THE VULTURE!



TAKE 'ER DOWN, CHARLIE! WE WERE RIGHT! IT'S THE VULTURE!

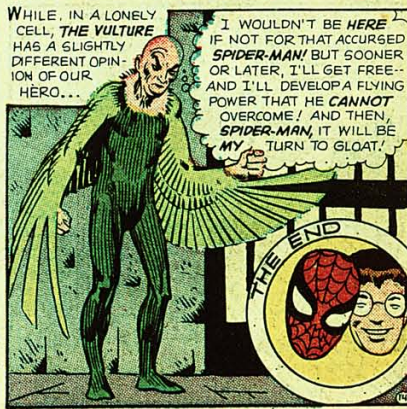
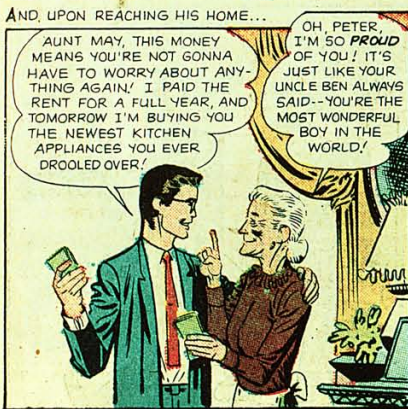
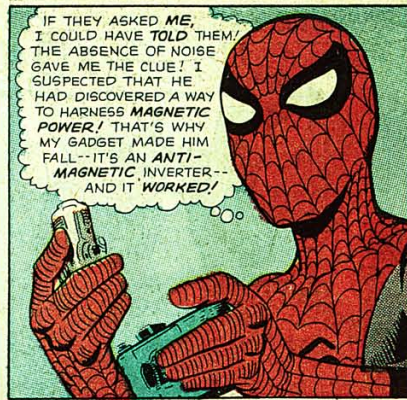
CAN'T GET UP! WIND KNOCKED OUT OF ME! WHAT'LL I DO--??



IF THIS DOESN'T TAKE THE CAKE! WHO EVER THOUGHT WE'D BE ABLE TO CAPTURE THE VULTURE SO NICE AND EASY?! WHAT HAPPENED, FELLA? DID YOU HAVE A TAILSPIN?

PLEASE-- NO JOKES!

THESE PICTURES SHOULD BE PRIZE WINNERS!

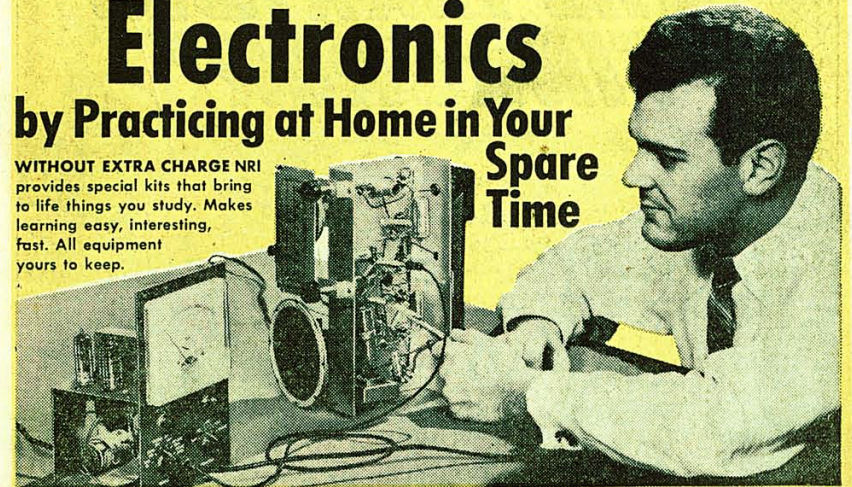


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NRI was a wonderful foundation.
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JOE DUCKWORTH, Fort Worth, Texas.
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LEONARD BLOOM, Newton Centre, Mass.

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"the UNCANNY THREAT of THE TERRIBLE TINKERER!"



HE LOOKS SO HARMLESS--AND YET THE **TINKERER** IS ONE OF THE GREATEST MENACES I'VE EVER FACED!

EVERYBODY LOVES A BARGAIN! BUT SOMETIMES IT CAN BE DANGEROUS TO ACCEPT A BARGAIN WHICH IS TOO GOOD TO BE TRUE! ESPECIALLY IF THE BARGAIN IS BEING OFFERED BY SOMEONE LIKE THE **TINKERER**, WHO-- BUT WAIT! LET'S SEE HOW IT ALL BEGAN--AND HOW IT TOOK **SPIDER-MAN** TO FINISH IT!

STORY:
STAN LEE
ART:
STEVE DITKO
LETTERING:
ART SIMEK

x-171



GOSH, I THOUGHT CLASS WOULD NEVER END TODAY! I COULDN'T BEAR LOOKING AT ONE MORE TEST TUBE OR BUNSEN BURNER!

QUIET! YOU'LL BREAK PETER'S HEART! HE CAN'T BEAR TO BE PARTED FROM THEM!

THERE'S THE BOY I WAS TELLING YOU ABOUT. DOCTOR! HE'S PETER PARKER, OUR TOP SCIENCE STUDENT!



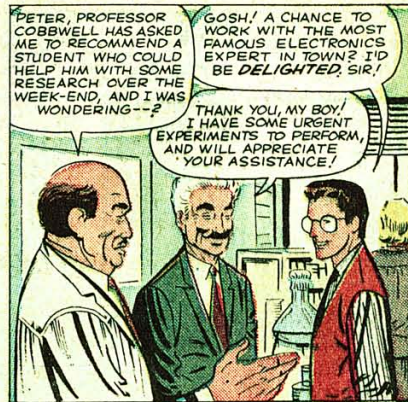
HERE IS MY ADDRESS, SON! ON YOUR WAY OVER TOMORROW, PLEASE STOP AT THE RADIO REPAIR SHOP AND PICK UP A SMALL RADIO FOR ME, I HAD SOME NEW TUBES PUT IN IT!

SURE, I'LL BE GLAD TO DOCTOR COBBEWE!



THEN, BEFORE THE ANGRY FLASH THOMPSON CAN THINK OF A SUITABLE RETORT, PETER PARKER IS GONE! AND, THE NEXT DAY, AT HOME...

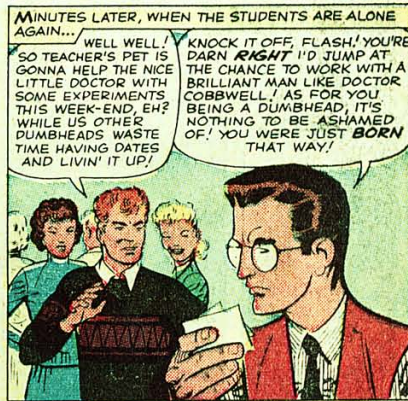
I'D BETTER TAKE MY **SPIDER-MAN** OUTFIT! NEVER KNOW WHEN I'LL NEED IT! BESIDES, I FEEL ALMOST UNDERESSED WITHOUT IT!



PETER, PROFESSOR COBBEWE HAS ASKED ME TO RECOMMEND A STUDENT WHO COULD HELP HIM WITH SOME RESEARCH OVER THE WEEK-END, AND I WAS WONDERING--?

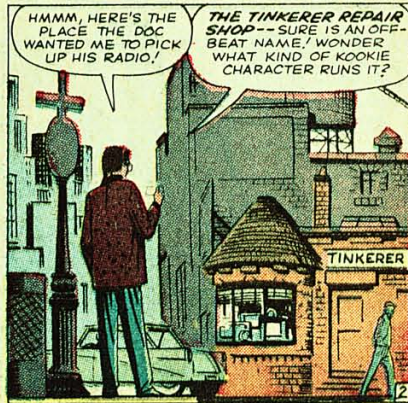
GOSH! A CHANCE TO WORK WITH THE MOST FAMOUS ELECTRONICS EXPERT IN TOWN? I'D BE DELIGHTED, SIR!

THANK YOU, MY BOY! I HAVE SOME URGENT EXPERIMENTS TO PERFORM, AND WILL APPRECIATE YOUR ASSISTANCE!



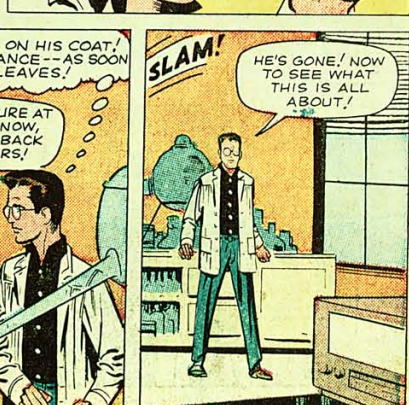
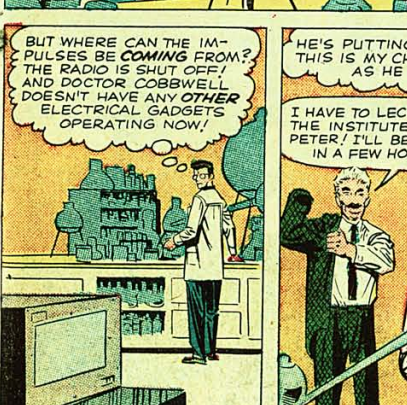
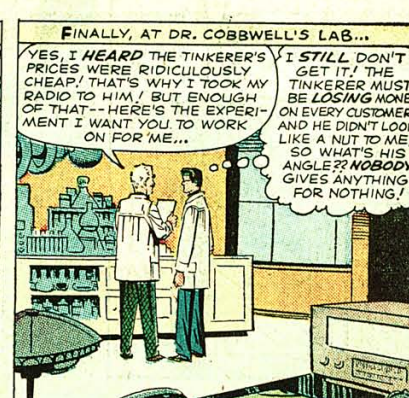
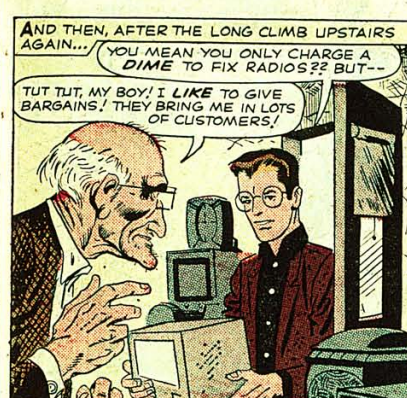
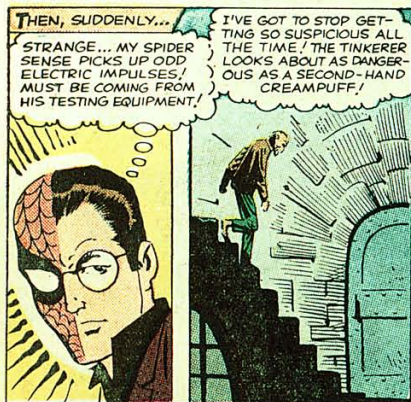
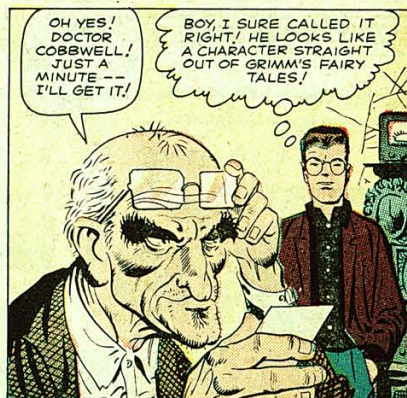
MINUTES LATER, WHEN THE STUDENTS ARE ALONE AGAIN... WELL WELL! SO TEACHER'S PET IS GONNA HELP THE NICE LITTLE DOCTOR WITH SOME EXPERIMENTS THIS WEEK-END, EH? WHILE US OTHER DUMBHEADS WASTE TIME HAVING DATES AND LIVIN' IT UP!

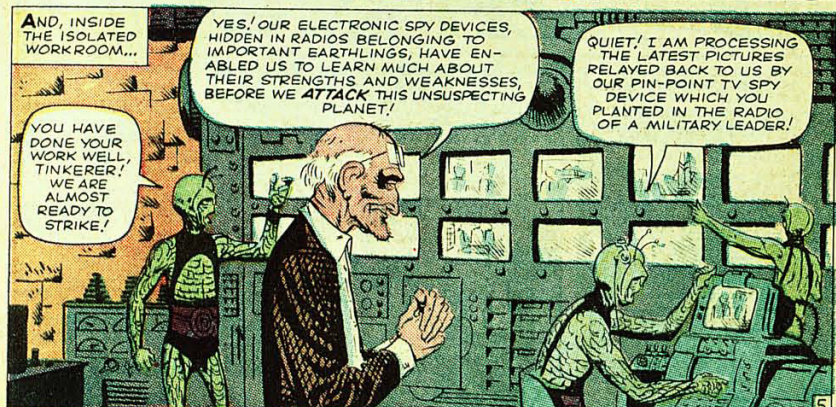
KNOCK IT OFF, FLASH! YOU'RE DARN RIGHT I'D JUMP AT THE CHANCE TO WORK WITH A BRILLIANT MAN LIKE DOCTOR COBBEWE! AS FOR YOU BEING A DUMBHEAD, IT'S NOTHING TO BE ASHAMED OF! YOU WERE JUST BORN THAT WAY!



HMMM, HERE'S THE PLACE THE DOC WANTED ME TO PICK UP HIS RADIO!

THE **TINKERER** REPAIR SHOP-- SURE IS AN OFF-BEAT NAME! WONDER WHAT KIND OF KOOKIE CHARACTER RUNS IT?





CONTINUED AFTER NEXT PAGE.

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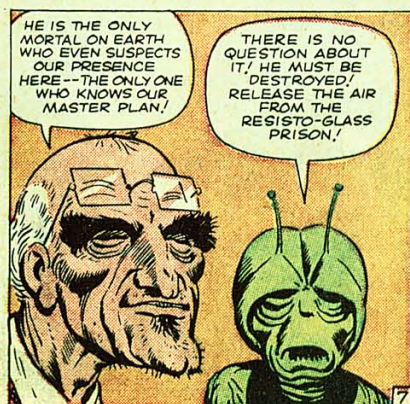
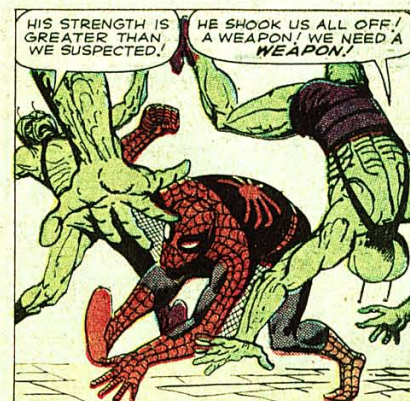
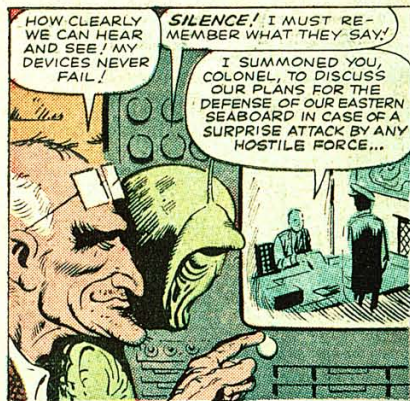
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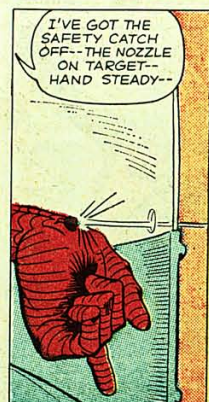
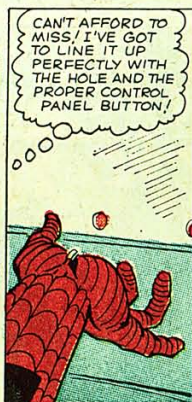
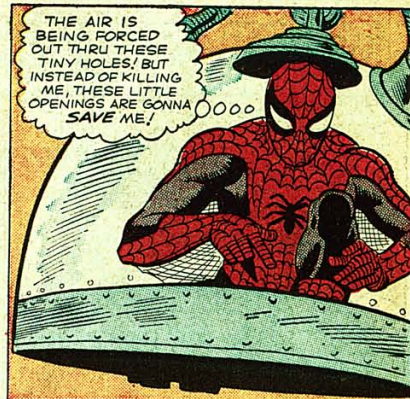
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DEPT. MC 4-63 • TRUMBULL, CONN.





MEANWHILE, A STRANGE SPACECRAFT BEGINS TO STREAK AWAY FROM EARTH...

SAFE AT LAST! PRESS THE BUTTON WHICH WILL DESTROY ALL OUR SPY DEVICES BY REMOTE CONTROL!

IT IS DONE! WE CAN NEVER AGAIN RETURN TO EARTH--THEY WILL BE ON GUARD FROM THIS DAY ON!



AS I WAS RETURNING FROM THE LECTURE IN MY CAR, I GLANCED SKYWARD--AND I COULD HAVE SWORN I SAW A SPACE SHIP OF SOME SORT, FADING INTO THE ATMOSPHERE!

REALLY? WHAT DID IT LOOK LIKE, SIR?



AND, BACK AT THE LABORATORY OF DOCTOR COBBWELL...

I'VE RE-EXAMINED THE RADIO, AND IT'S PERFECTLY NORMAL NOW! NO DEVICES--NO IMPULSES--NOTHING!

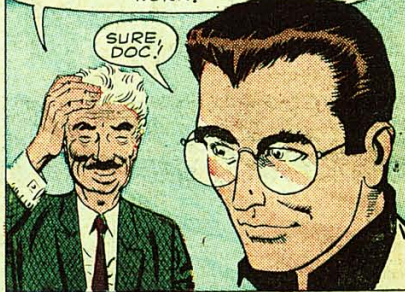
HERE COMES DR. COBBWELL. HE LOOKS EXCITED!

MY BOY, I JUST SAW THE MOST STARTLING SIGHT!



WELL, IT WAS SORT OF--OH-H, WHAT AM I SAYING?? I MUST HAVE IMAGINED IT! NOBODY WOULD BELIEVE ME, ANYWAY! I HAVE NO PROOF! PEOPLE WILL THINK I'M A TYPICAL ABSENT-MINDED PROFESSOR! FORGET IT, PETER! LET'S GET BACK TO WORK!

SURE, DOC!



AND YET, I WAS SO SURE...

I KNOW HOW THE DOC FEELS! IF, NOT FOR THIS MASK I YANKED OFF 'THE TINKERER' AT THE LAST MINUTE, I MIGHT NOT BELIEVE IT MYSELF! BUT I'D BETTER NEVER MENTION THIS TO ANYONE! IT WOULD BE TOO HARD TO EXPLAIN HOW PETER PARKER KNOWS SO MUCH ABOUT THE SPIDER-MAN'S ADVENTURES!



THE BEGINNING... OF MORE AND GREATER SPIDER-MAN ADVENTURES STARTING NEXT ISSUE!

DARLING LIVE PET MONKEY!

This live Squirrel Monkey makes an adorable, playful pet. Show it affection, and receive companionship and joy from its company. Almost human with its friendly eyes, children and adults love it as a pet. Approximately 6 months old, simple to take care of and train. Eats same food as you do, grows about 12 inches high. Free cage and instructions included. Live delivery guaranteed. Only \$19.95 express collect. Mail check or money order for \$19.95 to:

ANIMAL FARM, DEPT. 202, BOX 1042, MIAMI BEACH 39, FLORIDA



LIVE SEA HORSES! ON UNDERWATER TRAPEZE

FREE underwater Sea Horse TRAPEZE included with all orders. Playful Mr. & Mrs. Sea Horse hang from trapeze with their "monkey-like" tails, swim upside down with tails entwined, etc. Children and adults love them. Father bears the young alive! At times 3 or 4 babies take a ride on Father's head. Easily kept in a goldfish bowl. Live delivery guaranteed via air mail anywhere. Send only \$3.50 postpaid for mated pair (Mr. & Mrs.) Dwarf Sea Horses, food and instructions, and FREE trapeze. Or send \$6.98 for 2 mated pair of Dwarf Sea Horses and receive 1 pair free (with extra food and trapeze). 2 decorative Sea Horse TREES to beautifully bowl are \$1.00 extra. FLORIDA SEA HORSE CO., Dept. 402, Box 5095, Miami 1, Florida

LEARN ANY DANCE FAST! \$1

IN ONE HOUR - GIANT FOOT CHARTS! ONLY

Now it's easy to learn any dance AT HOME in 1 HOUR with GIANT FOOT CHARTS. Surprise your friends with NEW steps in CHA-CHA, JITTERBUG, FOX TROT, TWIST! Place the Giant Foot Charts on floor. Left foot red, right foot black. Turn on radio - and START TO DANCE. You step from one to the other, following easy-to-understand directions. Simple as A-B-C. Anybody "catches on" in minutes - teenagers, husband and wife, or old folks. This NEW MODERN WAY will make a good dancer out of YOU! Gain new self-confidence and friends... look professional on the dance floor. Be popular with dates. Avoid the embarrassment of not knowing the "latest steps." Learn over 30 new steps... includes 100 pictures. Send \$1 plus 50c handling - get 1 complete American-style Dance Course including Fox Trot, Jitterbug, Waltz and TWIST - SPECIAL! Send \$2, plus 50c handling (\$2.50 total) and get BOTH American-style and Latin-American Courses including Cha-Cha-Cha, Rumba, Tango, Mambo and Meringue. (Necessary Giant Foot Charts included.) Satisfaction Guaranteed - or return Course and Money refunded. Send cash or check (save c.o.d. fee). ORDER TODAY.

FAMOUS DANCE COURSE, Dept. A22, Box 1042, Miami Beach 39, Florida

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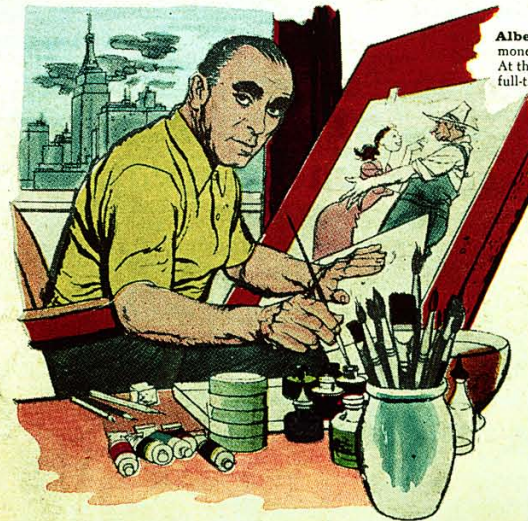
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Street and No. R. F. D.

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Plainly Here



He's Looking for People Who Like to Draw

TODAY HUNDREDS of men and women who never thought they could be artists are working happily at easels and drawing boards, making pictures, and getting well paid for it. They all can thank Albert Dorne, a famous artist who devotes almost his full time to helping other people become artists.

Some of the people Dorne has helped

Herb Smith was a payroll clerk. Soon after he started studying with us, he landed an art job with a large printing firm. This was four years ago; today he's head artist for the same firm.

John Buskett is another. He was a pipefitter's helper in a big gas company. Today he still works for the same company, but as an artist in the advertising department, with a big increase in pay. Harriet Kuzniewski was bored with an "ordinary" job before she heard of Albert Dorne. Today she does high-style fashion illustration in New York.

With the right training, Wanda Pickulski gave up her typing job to become fashion artist for a local department store.

John Whitaker of Memphis was an airline clerk two years ago. Recently he won a national cartooning contest and was signed to do a newspaper comic strip.

Long before Albert Dorne started looking for people who like to draw, they came to him for advice and help. Since he alone could only help a few of these people he called together America's most successful artists — men like Norman Rockwell, Jon Whitcomb, Stevan Dohanos and Al Parker.

A Plan to Help Others

He said: "All over America, there are people who like to draw, who could be turned into good artists. Why can't we give these people the training they need—including all the trade secrets and know-how we've learned over the years? I'm suggesting a new kind of school—a home-study art school

America's 12 Most Famous Artists

Norman Rockwell	Fred Ludekens
Jon Whitcomb	Ben Stahl
Al Parker	Robert Fawcett
Stevan Dohanos	Austin Briggs
George Gluski	Harold Von Schmidt
Peter Helck	Albert Dorne

Albert Dorne — probably the greatest money-maker in the history of commercial art. At the height of his career, he began a full-time search for people who like to draw.

that would give talented people the best professional art training, no matter where they live."

The famous artists agreed. Taking time from their busy careers, they spent several years creating a remarkable series of art lessons covering every aspect of drawing and painting. They illustrated their lessons with over 5,000 "here's-how" illustrations. The lessons start from scratch and cover every skill a top artist needs. Finally, the famous artists developed a wonderful way to give each student personal correction and advice all through his training.

Albert Dorne is not surprised by the success of his students. "The art field is growing. We keep getting calls from all over the country, asking us for practical, well-trained students who can step into full-time or part-time art jobs."

Famous Artists Talent Test

To find others with art talent worth developing, the famous artists created a 12-page talent test. Thousands paid \$1 for this test, but now the School offers it free and will grade it free. If you show talent on the test, you will be eligible for training by the School. No obligation. Simply mail coupon. It might be your first step to an exciting, well-paid career in art.

Famous Artists Schools Studio 5849, Westport, Conn.

I would like to find out whether I have art talent worth developing. Please send me, without obligation, your Famous Artists Talent Test.

Mr. _____ Age _____
 Mrs. _____
 Miss _____ (please print)
 Address _____
 City _____ Zone _____
 County _____ State _____

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